

IN WITNESS WHEREOF, each Party has caused this Amendment to be executed by its duly authorized representative.

Budget Phone, Inc.

By: [Signature]

Printed: R. Daniel Hyde, Jr.

Title: President

Date: 11/22/04

Wisconsin Bell, Inc. d/b/a SBC Wisconsin, by SBC Telecommunications, Inc., its authorized agent

By: [Signature]

Printed: Kathy J. Wilkinson

Title: For/ Senior Vice President - Industry Markets  
& Diversified Businesses

Date: 12-1-2004

FACILITIES-BASED OCN # 9716

ACNA b3p